

CERTIFICATE OF AMENDMENT

OF THE

538689

CERTIFICATE OF INCORPORATION

OF

THE WESTERN UNION TELEGRAPH COMPANY

Under Section 805 of the Business Corporation Law

The undersigned, being respectively the President and the Secretary of The Western Union Telegraph Company (a corporation organized under the laws of the State of New York), DO HEREBY CERTIFY as follows:

FIRST: The name of the Corporation is The Western Union Telegraph Company. The name under which it was originally incorporated is The New York and Mississippi Valley Printing Telegraph Company.

SECOND: The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State of the State of New York on April 8, 1851.

THIRD: The provisions of the Certificate of Incorporation (as theretofore amended) which related to the authorized shares of the Corporation were amended (by certificate of amendment, the "Cumulative Preferred Share Amendment", filed pursuant to Section 805 of the Business Corporation Law in the Department of State in the State of New York on July 9, 1965) to authorize the Corporation to issue Cumulative Preferred Shares in series. Said provisions were further amended (by certificate of amendment, the "5.20% Cumulative Preferred Share Amendment", filed pursuant to said section in said Department on September 1, 1965) by the addition of provisions (supplementing the provisions applicable to all Cumulative Preferred Shares set forth in the Cumulative Preferred Share Amendment) stating the number, designation, relative rights, preferences, and limitations of the shares of a first series of such Cumulative Preferred Shares designated "5.20% Cumulative Preferred Shares", as fixed by the Board of Directors of the Corporation. Said provisions are hereby further amended by the addition of the following provisions (also supplementing the provisions applicable to all Cumulative Preferred Shares set forth in the Cumulative Preferred Share Amendment) stating the number, designation, relative rights, preferences, and limitations of the shares of a second series of such Cumulative Preferred Shares as fixed by the Board of Directors of the Corporation:

1. *Number and Designation.* The number of shares included in such second series shall be 376,059, and such number shall not be subject to increase or decrease by the Board of Directors; and the distinctive designation of such second series shall be "4.60% Convertible Cumulative Preferred Shares".

2. *Dividend Rate.* The rate of dividends which the 4.60% Convertible Cumulative Preferred Shares shall be entitled to receive shall be \$4.60 per share per annum, and the date from which such dividends thereon shall be cumulative shall be February 2, 1966.

3. *Redemption.* The 4.60% Convertible Cumulative Preferred Shares shall be redeemable in whole or in part at any time or from time to time on or after April 1, 1968 at the redemption price per share at the time applicable in accordance with the following table:

Prior to April 1, 1971.....	\$104.50
During the 12 months beginning April 1:	
1971.....	\$104.00
1972.....	\$103.50
1973.....	\$103.00
1974.....	\$102.50
1975.....	\$102.00
1976.....	\$101.50
1977.....	\$101.00
1978.....	\$100.50
On or after April 1, 1979.....	\$100.00

plus in every event an amount equal to all cumulative dividends accrued to the date fixed for redemption.

4.60% Convertible Cumulative Preferred Shares redeemed shall be cancelled and shall not be reissuable.

4. *No Sinking Fund.* The 4.60% Convertible Cumulative Preferred Shares shall not be entitled to the benefit of any sinking or analogous fund for the purchase or redemption of such shares.

5. *Convertibility.* The 4.60% Convertible Cumulative Preferred Shares (hereafter in this Section referred to as the "Convertible Shares") shall be convertible into fully paid and non-assessable Common Shares of the Corporation as follows:

(1) *Time for Conversion.* The holder of any Convertible Shares, at his option, at any time and from time to time (or in the case of any share called for redemption, up to but not later than the close of business on the last business day preceding the date fixed for redemption, notwithstanding any earlier deposit by the Corporation of funds sufficient for the redemption), may convert all or any of the Convertible Shares held by him into Common Shares at the conversion price determined as provided in *Subdivision (6)* below; *provided, however*, that in the event of any liquidation, dissolution or winding up of the Corporation, all conversion rights of the holders of Convertible Shares shall terminate on a date fixed by resolution of the Board of Directors of the Corporation, such date so fixed to be not later than 10 days nor earlier than 20 days prior to such liquidation, dissolution or winding up.

(2) *Manner of Conversion.* Each holder of Convertible Shares desiring to exercise his right of conversion shall deliver written notice of his election to convert, and shall surrender the certificate for the shares to be converted (properly endorsed or assigned for transfer, if the Corporation shall so require), to the Corporation at the office of the Transfer Clerk for the Convertible Shares. Upon such delivery of any such notice of election and such surrender of the certificate for the shares to be converted (the day on which such delivery and such surrender shall have been made being hereinafter called the "date of conversion"), the Corporation shall, as soon as practicable, execute and deliver to the converting holder a certificate or certificates for the number of full Common Shares sufficient for the conversion. For all purposes, the rights of the converting holder of Convertible Shares as such shall cease, and the person or persons in whose name or names the certificate or certificates for the Common Shares issuable upon the conversion are to be issued shall be deemed to have become the record holder or holders of such Common Shares, at the close of business on the date of conversion.

(3) *Fractions.* No fractions of Common Shares shall be issued upon any such conversion. If any fraction of a Common Share would, except for the provisions of this Subdivision, be issu-

able upon any conversion, the Corporation may either (x) make payment in cash, in respect of such fraction, of an amount equal to the current market value of such fraction computed on the basis of the last sales price of the Common Shares on the New York Stock Exchange on the last business day prior to the date of conversion (or, if there shall not have been a sale on such last business day, on the basis of the average of the closing bid and asked prices on such Exchange on such last business day) or (y) issue a non-dividend bearing and non-voting instrument, in form approved by the Board of Directors of the Corporation, evidencing a fractional right to receive a certificate for 1 Common Share when presented with other like instruments together representing rights to at least 1 such share, which instrument may contain such terms as may be fixed by the Board of Directors and may become void after a reasonable period, not less than 2 years from the date of issuance, to be specified in such instrument. For the purposes of this Section, all Common Shares issuable under the terms of any such instruments shall be deemed to be outstanding shares.

(4) *No Dividend Adjustment.* No payment or adjustment shall be made upon any conversion on account of any cumulative dividends accrued on the Convertible Shares surrendered for conversion or on account of any dividends on the Common Shares issued on such conversion.

(5) *Common Shares.* When used in this Section with reference to the Common Shares into which Convertible Shares are convertible, "Common Shares" shall mean only the Common Shares as constituted on January 17, 1966, and any shares into which such Common Shares may thereafter have been changed; and, when otherwise used in this Section, "Common Shares" shall include also shares of the Corporation of any other class, authorized after the date of issuance of the Convertible Shares, which rank or are entitled to a participation, as to assets or dividends, substantially on a parity with such Common Shares.

(6) *Conversion Price and Conversion Rate.* The initial conversion price at which the Convertible Shares may be converted into Common Shares is \$57.00 per Common Share, treating each Convertible Share as the equivalent of \$100. The conversion price shall be subject to adjustment from time to time (the number of Common Shares into which each Convertible Share may be converted at any time being determined, to the nearest one-hundredth of a Common Share, by dividing \$100 by the conversion price in effect at that time) as follows:

(A) *Issuance of Additional Common Shares.* In case the Corporation shall at any time or from time to time issue any Common Shares in addition to those outstanding on February 2, 1966 (other than shares referred to in *clause (vi)* of this Subsection) without consideration or for a consideration per share less than the conversion price in effect immediately prior to the time of such issue, then forthwith upon such issuance the conversion price shall be adjusted (to the nearest cent) by the following process:

To the aggregate value of the Common Shares outstanding on February 2, 1966 taken at the initial conversion price of \$57.00 per share shall be added the aggregate consideration (determined as hereinafter provided) for all additional Common Shares issued after February 2, 1966 (excluding shares referred to in *clause (vi)* of this Subsection); and such total shall be divided by the total number of Common Shares outstanding immediately after such issuance (excluding shares referred to in said *clause (vi)*), and the quotient resulting from such division (if less than the conversion price in effect immediately prior to such issuance) shall be the adjusted conversion price to be thereafter in effect until again adjusted under this Subdivision;

provided, however, that the conversion price in effect from time to time shall not be reduced pursuant to this Subsection unless and until, by reason of the happening of any one or more of the events specified in this Subsection, the adjustment of the conversion price would be 25¢ or more per share, but any adjustment which would otherwise be required to be made shall be carried forward and made at the time of and together with any subsequent adjustment which, together with any adjustment or adjustments so carried forward, shall amount to 25¢ or more

per share; and *provided further*, that the conversion price having at any time been reduced by adjustment under this Subsection shall never thereafter be increased under this Subsection, notwithstanding any subsequent issue of Common Shares. For the purposes of this Subsection, the following provisions shall be applicable with respect to the issuance of additional Common Shares:

(i) *Rights or Options below Conversion Price at Time in Effect.* In case the Corporation shall grant any rights or options to subscribe for or to purchase such additional shares at a price per share *less than the conversion price* in effect immediately prior to the time of the granting of such rights or options, all such additional shares shall be deemed to have been issued as of the date of the granting of such rights or options and the minimum aggregate consideration called for upon the exercise of such rights or options, plus the consideration, if any, received by the Corporation for such rights or options, shall be deemed to be the consideration received by the Corporation (as of the date of the granting of such rights or options) for the issuance of such additional shares.

(ii) *Securities Convertible below Conversion Price at Time in Effect.* In case

(x) the Corporation shall issue any obligations or any shares convertible into or exchangeable for such additional shares, and

(y) the price per share for which such additional shares are deliverable upon such conversion or exchange (determined by dividing (I) the total amount received or receivable by the Corporation as consideration for the issuance of such convertible obligations or shares, plus the minimum aggregate amount of any additional consideration payable to the Corporation upon conversion or exchange, by (II) the maximum number of such additional shares necessary to effect the conversion or exchange of all such convertible obligations or shares), shall be *less than the conversion price* in effect immediately prior to the time of such issuance,

then such issuance shall be deemed to be an issuance (as of the date of issuance of such convertible obligations or shares) of the maximum number of such additional shares necessary to effect the conversion or exchange of all such convertible obligations or shares, and the price per share determined as provided in *paragraph (y)* of this clause shall be deemed to be the consideration actually received (as of the date of the issuance of such convertible obligations or shares) for the issuance of such additional shares.

(iii) *Purchase Rights and Securities Convertible at or above Conversion Price at Time in Effect.* In case

(x) the Corporation shall grant any rights or options to subscribe for or to purchase such additional shares or shall issue any obligations or any shares convertible into or exchangeable for such additional shares, and

(y) the price per share at which such additional shares may be subscribed for or purchased pursuant to such rights or options, or for which such additional shares are deliverable upon such conversion or exchange (determined as provided in the next preceding *clause (ii)*), shall be *equal to or greater than the conversion price* in effect immediately prior to the time of such grant or issuance,

such additional shares shall not be deemed to have been issued until the exercise of such rights or options or the conversion or exchange of such obligations or shares (in whole or in part), and the consideration received by the Corporation for the issuance of such additional shares shall be the consideration received upon the exercise of the rights or options so exercised, plus the consideration, if any, received by the Corporation for such rights or options, or the consideration received by the Corporation for the issuance of the obligations or shares so converted or exchanged, plus the amount of any additional consideration paid to the Corporation upon such conversion or exchange.

(iv) *Dividends in Common Shares.* In case any such additional shares shall be issued as a dividend on the Common Shares, such shares shall be deemed to have been issued without consideration and to have been issued and to be outstanding on the day next succeeding the record date for the determination of shareholders entitled to such dividend.

(v) *Computation of Consideration.* In case any such additional shares, or any obligations or shares convertible into or exchangeable for any such additional shares, shall be issued or sold for cash, the consideration received by the Corporation therefor shall be deemed to be the amount of cash received therefor, before deducting any commissions and expenses paid by the Corporation for any underwriting of, or otherwise in connection with, the issue or sale thereof; and, if such issue or sale be for a consideration other than cash (in whole or in part), then, for the purposes of this Subsection, the consideration actually received therefor shall be deemed to be such amount as shall be determined in a resolution of the Board of Directors of the Corporation as the fair value of such consideration at the time of such issue or sale.

(vi) *Common Shares Excluded from Computations.* For purposes of computations made pursuant to this Subsection, there shall be excluded from consideration (x) Common Shares issued upon conversion of Convertible Shares, (y) Common Shares (and any options to purchase such shares), and the consideration received by the Corporation therefor, issued to officers or employees pursuant to the Corporation's Stock Option Plan in effect February 2, 1966 or pursuant to the plan as amended, or any other stock option or stock purchase plan approved, by vote of the holders of the Common Shares after that date and (z) Common Shares issued as a dividend on shares excluded by the foregoing clause (x) or (y) or by this clause.

(vii) *Change in Minimum Adjustment.* In case the Corporation shall at any time subdivide or combine the outstanding Common Shares, the amount of 25¢ referred to above in this Subsection (or the amount to which such amount may have been previously adjusted pursuant to the provisions of this clause) shall be proportionately decreased in the case of a subdivision or increased in the case of a combination (to the nearest cent), effective at the close of business on the date of such subdivision or combination.

(viii) *Outstanding Common Shares.* The number of Common Shares at any time outstanding shall include all Common Shares held in the treasury of the Corporation, and all Common Shares issuable in respect of scrip certificates or other similar instruments. The resale or exchange of Common Shares held in the treasury of the Corporation shall not be deemed to be an issuance thereof.

(B) *Subdivisions and Combinations.* In case the Corporation shall at any time or from time to time subdivide or combine, by reclassification or otherwise, its outstanding Common Shares, the conversion price then in effect shall be proportionately reduced in the case of a subdivision or increased in the case of a combination, effective at the close of business on the date of such subdivision or combination.

(C) *Reorganization and Reclassification.* In case of any capital reorganization or any reclassification of the shares of the Corporation (except as provided in Subsection (B) above and except a change in par value, or from par value to no par value, or from no par value to par value), any holder of Convertible Shares, upon conversion thereof, shall be entitled to receive, in lieu of the Common Shares to which he would have become entitled upon conversion immediately prior to such reorganization or reclassification, the shares (of any class or classes) or other securities or property of the Corporation to which the holder of such Common Shares would have been entitled upon such reorganization or reclassification; and in any such case, appropriate provision (as determined by the Board of Directors of the Corporation) shall be made for the application of this Subdivision (6) with respect to the rights and interests thereafter of the holders of Convertible Shares, to the end that this Subdivision (6) (including

the specified changes in and other adjustments of the conversion price) shall thereafter be applicable, as nearly as reasonably practicable, in all subsequent conversions of Convertible Shares, to any shares or securities or other property thereafter deliverable upon the conversion of Convertible Shares.

(D) *Consolidation and Merger.* In case the Corporation shall consolidate or merge with or into any other corporation appropriate provision shall be made that any holder of Convertible Shares may thereafter convert them into the same kind and amount of securities or property as may be issuable by the terms of such consolidation or merger with respect to the number of Common Shares to which he would have been entitled upon conversion immediately prior to such consolidation or merger.

(E) *Statement of Adjusted Conversion Price, etc.* Whenever the conversion price is adjusted pursuant to Subsection (A) or (B) above, the Corporation shall forthwith prepare a written statement signed by the President or a Vice President and by the Comptroller or Vice Comptroller or the Treasurer or Assistant Treasurer of the Corporation setting forth the adjusted conversion price; and whenever an event referred to in Subsection (C) or (D) shall occur, the Corporation shall forthwith prepare a written statement similarly signed, setting forth the securities or property which a holder of Convertible Shares shall be entitled to receive upon conversion of Convertible Shares; and each such statement shall set forth in reasonable detail the facts requiring such adjustment of the conversion price or explaining the shares or property into which Convertible Shares may be converted. Such statement shall be filed among the permanent records of the Corporation and a copy thereof shall be furnished to the Transfer Clerk for the Convertible Shares and to any holder of Convertible Shares requesting the same, and shall at all reasonable times during business hours be open to inspection by the holders of Convertible Shares.

(7) *Notice of Certain Events.* In case the Corporation proposes

- (A) to make any Junior Share Payment (other than a cash dividend) or to issue any Common Shares as a dividend on its outstanding Common Shares;
- (B) to issue to the holders of its Common Shares any rights or warrants;
- (C) to effect any capital reorganization or reclassification of the shares of the Corporation;
- (D) to consolidate or merge with or into any other corporation; or
- (E) to effect the liquidation, dissolution or winding up of the Corporation,

then the Corporation shall cause notice of any such intended action, and of the date of any termination of the conversion rights of holders of Convertible Shares incident to any liquidation, dissolution or winding up, to be mailed, first class postage prepaid, to all holders of record of outstanding Convertible Shares, at the addresses as the same appear on the share records, not less than 20 days nor more than 40 days prior to the record date for the determination of the shareholders entitled to receive such Junior Share Payment, dividend, rights or warrants, or the date when such capital reorganization or reclassification, consolidation, merger, liquidation, dissolution or winding up shall be effective, as the case may be.

6. *Liquidation Prices.* The liquidation price which each of the 4.60% Convertible Cumulative Preferred Shares shall be entitled to receive upon liquidation, dissolution or winding up of the Corporation shall, if the liquidation, dissolution or winding up is voluntary, be an amount equal to the redemption price per share which at the time of such liquidation, dissolution or winding up would be applicable under Section 3 above upon redemption, or, if the liquidation, dissolution or winding up is involuntary, \$100 per share, plus in every event an amount equal to all cumulative dividends accrued to the date fixed for the payment.

7. *Voting Rights.* If at any time the amount of cumulative dividends then accrued on the 4.60% Convertible Cumulative Preferred Shares shall equal or exceed an amount equal to six quarterly dividends on such shares, then the holders of the 4.60% Convertible Cumulative Preferred Shares shall have the right, voting as a separate class, to elect two directors in accordance with and subject to the provisions of the Cumulative Preferred Share Amendment.

8. *Restrictions on Certain Actions.* So long as any of the 4.60% Convertible Cumulative Preferred Shares shall be outstanding:

(1) *Cumulative Preferred Shares and Parity Shares.* Without the consent of, or the affirmative vote at a meeting called for such purpose of, the holders of a majority of the total number of 4.60% Convertible Cumulative Preferred Shares at the time outstanding, the Corporation will not issue, sell or otherwise dispose of any Cumulative Preferred Shares (other than the 4.60% Convertible Cumulative Preferred Shares) or any Parity Shares, unless the following conditions are satisfied:

(i) immediately after the issue, sale or other disposition of the proposed Cumulative Preferred Shares or Parity Shares (the "proposed transaction"), and after giving effect to the retirement of any indebtedness, Prior Shares, Cumulative Preferred Shares and Parity Shares which are concurrently being retired, the Consolidated Junior Share Equity shall be at least equal to 150% of the Cumulative Preferred Shares and Parity Shares (at their liquidation prices, exclusive of accrued dividends, at the time applicable upon voluntary liquidation, dissolution or winding up); and

(ii) the Consolidated Net Income after provision for dividends on Prior Shares for a period of 12 consecutive calendar months within the 24 calendar months preceding the calendar month in which the proposed transaction is to occur shall have been at least 2 times the aggregate amount of the annual dividends on Cumulative Preferred Shares and Parity Shares to be outstanding immediately after the proposed transaction, after giving effect to the retirement of any indebtedness, Prior Shares, Cumulative Preferred Shares or Parity Shares which are concurrently being retired.

(2) *Consolidation or Merger.* Without the consent of, or the affirmative vote of a meeting called for such purpose of, the holders of two-thirds of the total number of 4.60% Convertible Cumulative Preferred Shares at the time outstanding, the Corporation will not consolidate or merge with or into any other corporation unless the Corporation shall be the surviving corporation and shall not, as a consequence of such merger or consolidation, have outstanding any Prior Shares, or any Cumulative Preferred Shares or Parity Shares which the Corporation would not have been permitted by *Subdivision (1)* above of this Section to issue immediately after such consolidation or merger.

(3) *Junior Share Payments.* The Corporation will not declare any cash dividend upon any Junior Shares or make any other Junior Share Payment in cash unless, at the date of such declaration or the date of such other Junior Share Payment (the "Computation Date"), after giving effect, as if paid, to the proposed dividend or other Junior Share Payment, the sum of all cash dividends upon Junior Shares declared and of all other Junior Share Payments made in cash during the period commencing January 1, 1965 to and including the Computation Date shall not exceed the sum of

(x) \$12,000,000, plus (or minus in the case of a deficit)

(y) the Consolidated Net Income for such period, plus

(z) the aggregate amount of the net cash proceeds to the Corporation from sales of Junior Shares subsequent to December 31, 1964, but only insofar as such proceeds do not exceed the aggregate amount of Junior Share Payments (other than dividends on Junior Shares) made in cash by the Corporation subsequent to said date or then being made,

less the aggregate amount of all cumulative dividends accrued for such period on Prior Shares, Cumulative Preferred Shares and Parity Shares.

9. *Definitions.* For all purposes hereof, unless the context otherwise requires,

"*Consolidated Net Income*" shall have the meaning stated in the 5.20% Cumulative Preferred Share Amendment.

"*Consolidated Junior Share Equity*" shall have the meaning stated in the 5.20% Cumulative Preferred Share Amendment.

"*Cumulative Preferred Share Amendment*" shall mean the certificate of amendment of the certificate of incorporation of the Corporation which was filed pursuant to Section 805 of the Business Corporation Law in the Department of State in the State of New York on July 9, 1965.

"*5.20% Cumulative Preferred Share Amendment*" shall mean the certificate of amendment of the certificate of incorporation of the Corporation which was filed pursuant to Section 805 of the Business Corporation Law in the Department of State in the State of New York on September 1, 1965.

"*Junior Share Payment*" shall have the meaning stated in the Cumulative Preferred Share Amendment.

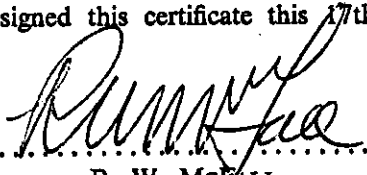
"*Junior Shares*" shall have the meaning stated in the Cumulative Preferred Share Amendment.

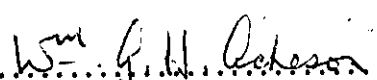
"*Parity Shares*" shall have the meaning stated in the 5.20% Cumulative Preferred Share Amendment.

"*Prior Shares*" shall have the meaning stated in the Cumulative Preferred Share Amendment.

FOURTH: The foregoing amendment of the Certificate of Incorporation was authorized, and the number, designation, relative rights, preferences, and limitations of the 4.60% Convertible Cumulative Preferred Shares were fixed, by the Board of Directors at a meeting duly called and held on the 17th day of January, 1966.

IN WITNESS WHEREOF, the undersigned have hereunto signed this certificate this 17th day of January, 1966.

.....
R. W. MCFALL,
President

.....
WM. G. H. ACHESON,
Secretary

VERIFICATION OF CERTIFICATE OF AMENDMENT

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

WM. G. H. ACHESON, being duly sworn, deposes and says that he is the Secretary of The Western Union Telegraph Company, the Corporation named in the foregoing Certificate of Amendment; that he has read and signed the same; and that the statements contained therein are true.

.....*Wm. G. H. Acheson*.....
WM. G. H. ACHESON
Secretary

Sworn to before me this 17th }
day of January, 1966. }

.....*Elliot Chapnick*.....

ELLIOT CHAPNICK
Notary Public, State of New York
No. 41-5672742 - Qual. in Queens County
Certificate filed in New York County,
Commission Expires March 30, 1966

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Albany, N.Y., January 18, 1966

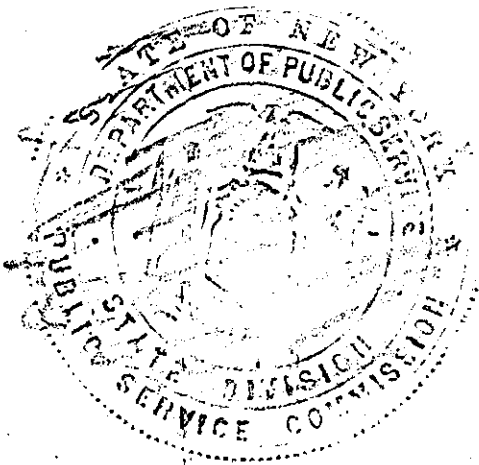
CASE 23888 - Petition of The Western Union Telegraph Company for approval of a certificate amending its Certificate of Incorporation to authorize a series of preferred stock, designated _____ percent Convertible Cumulative Preferred Shares.

* * *

The Public Service Commission hereby consents to and approves this CERTIFICATE OF AMENDMENT of the CERTIFICATE OF INCORPORATION of THE WESTERN UNION TELEGRAPH COMPANY Under Section 805 of the Business Corporation Law, executed January 17, 1966, in accordance with the order of the Public Service Commission dated January 11, 1966.

By the Commission

Samuel R. Modiano
Secretary



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*New York and Missouri
Secretary Telegraph Co
4-8-81
Trans*

538689 - 11

Frederick

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

THE WESTERN UNION TELEGRAPH COMPANY

Under Section 805 of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 18 1966

TAX \$ *none*
FILING FEE \$ *30*

and 2-19-81
750,000 PV \$ 100
10,000,000 PV \$ 250
C97 21856
D

John P. Tompkins

Secretary of State

By *M.H.*
31-N.Y.

*McDonough Trust Corp & Holdings
1 Chase Manhattan Plaza
New York*

I CERTIFY That I have compared the preceding
copy with the original Certificate of Amendment of Certificate of
Incorporation of

THE WESTERN UNION TELEGRAPH COMPANY,

filed in this department on the 18th day of January, 1966, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this eighteenth day
of January, one thousand nine hundred
sixty-six.

John P. Lomenzo

Secretary of State